

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No.

61

/

2021

Date:

December 14th 2021

Abbreviated issuer name:

FAMUR S.A.

Subject:

Resolutions passed by FAMUR Extraordinary General Meeting on December 14th 2021

Legal basis:

Art. 56.1.2 of the Public Offering Act – Current and periodic information

Text of the report:

The Management Board of FAMUR S.A. of Katowice (the “Company”) publishes, attached to this report, the resolutions passed by the Company’s Extraordinary General Meeting on December 14th 2021.

Legal basis: Par. 19.1.6 of the Minister of Finance’s Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated April 20th 2018.

FAMUR Spółka Akcyjna		(full issuer name)	
FAMUR S.A.	Electromechanical (ele)	(sector according to the WSE)	
(abbreviated issuer name)			
40-698	Katowice	(city/town)	
(postal code)			
Armii Krajowej	51	(number)	
(street)			
(+48 32) 359 63 00	(+48 32) 359 66 77	(fax)	
(phone)			
sekretariat@famur.com.pl	www.famur.com	(www)	
(email)			
634-012-62-46	270641528	(Industry Identification Number – REGON)	
(Tax Identification Number – NIP)			

SIGNATURES OF AUTHORISED REPRESENTATIVES

Date	Full name	Position	Signature
December 14th 2021	Tomasz Jakubowski	Vice President, Chief Operating Officer, Underground segment	
December 14th 2021	Marek Otawa	Proxy	

**RESOLUTIONS PASSED BY FAMUR EXTRAORDINARY GENERAL
MEETING ON DECEMBER 14TH 2021**

RESOLUTION NO. 1

of the Extraordinary General Meeting of FAMUR S.A. of December 14th 2021

to appoint the Chairperson of the Extraordinary General Meeting. -----

Section 1

Pursuant to Art. 409.1 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. of Katowice appoints Ms Karolina **Blacha-Cieřlik** as Chairperson of the General Meeting. -----

Section 2

This Resolution shall become effective as of its date. -----

331,837,581 valid votes were cast in favour of the resolution in a secret ballot by shareholders holding a total of 331,837,581 shares, on which valid votes were cast and which represented 57.73% of the share capital and carried the right to 331,837,581 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The resolution was passed unanimously. -----

RESOLUTION NO. 2

of the Extraordinary General Meeting of FAMUR S.A. of December 14th 2021

to appoint the Ballot Counting Committee -----

1. The Extraordinary General Meeting of FAMUR S.A. of Katowice decides not to appoint a Ballot Counting Committee.-----
2. This Resolution shall become effective as of its date. -----

In an open ballot, 327,366,785 valid votes were cast in favour of the resolution by shareholders holding a total of 331,837,581 shares, on which valid votes were cast and which represented 57.73% of the share capital and carried the right to 331,837,581 valid votes. The votes cast in favour of the resolution represented 98.65% of the votes cast as there were no votes against the resolution and 4,470,796 abstentions. The Chairperson declared the resolution to have been passed by the required majority. -----

RESOLUTION NO. 3

of the Extraordinary General Meeting of FAMUR S.A. of December 14th 2021

to cancel own shares repurchased by the Company following an invitation extended to the Company's shareholders to tender FAMUR S.A. shares for sale (as announced in Current Report No. 45/2021 of September 1st 2021) in accordance with Resolution No. 3 of the Company's Extraordinary General Meeting of August 17th 2021 to approve the acquisition of own shares for cancellation and set up a reserve for the acquisition of own shares. -----

Acting pursuant to Art. 359.1 and Art. 359.2 of the Commercial Companies Code, in view of the fact that – following an invitation extended to the Company's shareholders to tender FAMUR S.A. shares for sale (as announced in Current Report No. 45/2021 of September 1st 2021) in accordance with Resolution No. 3 of the Company's Extraordinary General Meeting of August 17th 2021 to approve the acquisition of own shares for cancellation and set up a reserve for the acquisition of own shares – the Company repurchased a total of 82,539 ordinary bearer shares with a par value of PLN 0.01 per share, for a total consideration of PLN 206,347.50, representing 0.01% of the Company's share capital, existing in book-entry form and assigned ISIN code PLFAMUR00012 by the Central Securities Depository of Poland (the "Shares"), the Extraordinary General Meeting of FAMUR S.A. hereby resolves as follows: -----

Section 1

1. The Extraordinary General Meeting of FAMUR S.A. resolves to cancel, by way of voluntary cancellation, 82,539 ordinary bearer shares with a par value of PLN 0.01 per share, representing 0.01% of the Company's share capital, all of which exist in book-entry form and have been assigned ISIN code PLFAMUR00012 by the Central Securities Depository of Poland, repurchased by the Company following the Invitation extended to the Company's shareholders to tender FAMUR S.A. shares for sale (as announced in Current Report No. 45/2021 of September 1st 2021) in accordance with Resolution No. 3 of the Company's Extraordinary General Meeting of August 17th 2021 to approve the acquisition of own shares for cancellation and set up a reserve for the acquisition of own shares. -----
2. The consideration for the shares repurchased from the shareholders was paid from a reserve which, in accordance with Art. 348.1 of the Commercial Companies Code, may be allocated to distribution, i.e. from the capital reserve set up for that purpose out of sums transferred from the Company's statutory reserve funds, in accordance with Resolution No. 3 of the Extraordinary General Meeting of August 17th 2021. Since the Company is cancelling its own shares, the Company as the holder of the shares being cancelled is not entitled to receive any consideration. -----
3. The Extraordinary General Meeting of FAMUR S.A. resolves that the Shares shall be cancelled by way of a share capital reduction, in accordance with Art. 360.1 and Art. 360.2.1. of the Commercial Companies Code. -----

Section 2

This Resolution shall become effective upon its adoption, with the proviso that the cancellation of the Shares shall take place upon registration by the relevant registry court of the reduction in the Company's share capital and amendments to its Articles of Association. -----

331,837,581 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 331,837,581 shares, which represented 57.73% of the share capital and carried the right to 331,837,581 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the

resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----

RESOLUTION NO. 4
of the Extraordinary General Meeting of FAMUR S.A. of December 14th 2021

to reduce the Company's share capital by PLN 825.39 following cancellation of the Company's own shares and related amendment to Art. 6 of the Company's Articles of Association-----

Acting pursuant to Art. 360 1, Art. 360.2.1, Art. 360.4, Art. 430.1, Art. 455.1 and Art 455.2 of the Commercial Companies Code, the Extraordinary General Meeting of FAMUR S.A. resolves as follows:-----

Section 1

In view of the adoption by the Extraordinary General Meeting of FAMUR S.A. of the resolution dated December 14th 2021 to cancel own shares repurchased by the Company following an invitation extended to the Company's shareholders to tender FAMUR S.A. shares for sale (as announced in Current Report No. 45/2021 of September 1st 2021) in accordance with Resolution No. 3 of the Company's Extraordinary General Meeting of August 17th 2021 to approve the acquisition of own shares for cancellation and set up a reserve for the acquisition of own shares, the Company's share capital shall be reduced from PLN 5,747,632.12 to PLN 5,746,806.73, i.e. by PLN 825.39, corresponding to the total par value of the own shares being cancelled.-----

Section 2

The share capital shall be reduced by way of cancellation of 82,539 ordinary bearer shares existing in book-entry form and assigned ISIN code PLFAMUR00012 by the Central Securities Depository of Poland, with a par value of PLN 0.01 per share, adding up to a total par value of PLN 825.39. -----

Section 3

The purpose of the share capital reduction is to adjust the amount of the Company's share capital to the total par value of FAMUR S.A. shares outstanding after the cancellation of 82,539 shares. -----

Section 4

In accordance with Art. 360.2.1 of the Commercial Companies Code, the Company's share capital shall be reduced without applying the requirements set forth in Art. 456 of the Commercial Companies Code. -----

Section 5

Following the cancellation of the Company's own shares and reduction of the Company's share capital, Art. 6.1 of its Articles of Association shall be amended to read as follows:

"1. The Company's share capital amounts to PLN 5,746,806.73 (five million, seven hundred and forty-six thousand, eight hundred and six zloty, 73/100) and is divided into:

- a) 432,378,291 (four hundred and thirty-two million, three hundred and seventy-eight thousand, two hundred and ninety-one) Series A ordinary bearer shares,-----
- b) 49,039,170 (forty-nine million, thirty-nine thousand, one hundred and seventy) Series B ordinary bearer shares, -----
- c) 4,970,000 (four million, nine hundred and seventy thousand) Series C ordinary bearer shares,-----
- d) 43,677,000 (forty-three million, six hundred and seventy-seven thousand) Series D ordinary bearer shares, -----
- e) 29,293,500 (twenty-nine million, two hundred and ninety-three thousand, five hundred) Series E ordinary registered shares, to be converted into bearer shares at the shareholder's request,-----
- f) 15,322,712 (fifteen million, three hundred and twenty-two thousand, seven hundred and twelve) Series F ordinary bearer shares." -----

Section 6

Pursuant to Art. 430.5 of the Commercial Companies Code, the Extraordinary General Meeting authorises the Supervisory Board to draw up a consolidated text of the amended Articles of Association. -----

Section 7

This Resolution shall come into force as of its date, with effect as of the date of registration of the amendment by the relevant registry court. -----

331,837,581 valid votes were cast in favour of the resolution in an open ballot by shareholders holding a total of 331,837,581 shares, which represented 57.73% of the share capital and carried the right to 331,837,581 valid votes. The votes cast in favour of the resolution represented 100% of the votes cast as there were no votes against the resolution or abstentions. The Chairperson declared that the resolution was passed unanimously. -----